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BOSTON, MA

**Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, section 80B-8, of the Boston Zoning Code for the
Office Tower, a Project Component of The Hub on Causeway Project
(formerly known as the Boston Garden Project)**

- (1) **Name of Project Component:** The Office Tower, a Project Component of The Hub on Causeway Project (formerly known as the Boston Garden Project)
- (2) **Location:** The Hub on Causeway Project Site (formerly known as the Boston Garden Project Site), located at 80 Causeway Street, was subdivided into separate air rights parcels as shown on a plan entitled "The Hub on Causeway, North Station, Causeway Street, Boston, Massachusetts" prepared by VHB, dated July 7, 2016, recorded with the Suffolk County Registry of Deeds on November 28, 2016 in Plan Book 2016, Page 534, as modified by a plan entitled "The Hub On Causeway, North Station, Causeway Street, Boston, Massachusetts", prepared by VHB, dated June 29, 2018, recorded with the Suffolk County Registry of Deeds on July 30, 2018 in Plan Book 2018, Plan 406 (collectively, the "**Air Rights Plan**"). The Office Tower is to be constructed within the Office Tower Parcel more particularly described in Exhibit A attached hereto and shown on the Air Rights Plan (the "**Office Tower Parcel**").
- (3) **Applicants/Owners:** The Project Applicants are Boston Garden Development Corp. and Boston Properties Limited Partnership. The Owner of the Office Tower Parcel is Office Tower Owner, LP, a Delaware limited partnership, the owner of fee title to the Office Tower Parcel (the "**Office Tower Owner**").
- (4) The undersigned hereby states, under penalties of perjury and in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code, that: the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Office Tower Parcel are listed in Exhibit B attached hereto.
- (5) The undersigned also acknowledges and states that except as stated below, none of the individuals listed in Exhibit B is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
- (6) The undersigned hereby states, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

UPDATED LIST OF NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL
CORPORATIONS, AND AGENTS ASSOCIATED WITH THE PROJECT

Architect:

Design Architect:

Gensler
1 Beacon St. 3rd Floor
Boston, MA 02108
Contact: Doug Gensler

Architect of Record:

Stantec
311 Summer St
Boston, MA 02210
Contact: David Lunny

Structural:

LeMessurier Consultants
1380 Soldiers Field Road
Boston, MA 02135
(617) 868-1200
Contact: William Lovallo, P.E.

Environmental Permitting:

Epsilon Associates, Inc.
150 Main Street, P.O. Box 700
Maynard, MA 01754-0700
(978) 461-6219
Contact: Peggy Briggs

Transportation:

Vanasse & Associates, Inc.
10 New England Business Center Dr.
Suite 314
Andover, MA 01810
(508) 414-7924
Contact: Jeffrey S. Dirk, P.E.

Civil Engineer:

Vanasse Hangen Brustlin, Inc.
99 High Street, 10th Floor
Boston, MA 02110
(617) 728-7777
Contact: Howard Moshier

MEP Engineer:	Consentini Associates Building 200, 2nd Floor One Kendall Square, Suite B2204 Cambridge, MA 02139-1571 (617) 494-9090 Contact: Robert Leber
Landscape:	Copley Wolff Design Group 160 Boylston Street 3rd Floor Boston, MA 02116 (617) 654-9000 Contacts: John Copley
Code Consultant:	Hughes Associates 5 Mount Royal Avenue 3rd Floor Marlborough, MA 01752-1900 (508) 624-7766 Contact: Eric Cote, P.E.
Geotechnical:	Haley & Aldrich, Inc. 465 Medford Street, Suite 2200 Charlestown, MA 02129 (617) 886-7326 Contact: Mark Haley
Tax Consultant:	Marvin F. Poer and Company 31 State Street, 9 th Floor Boston, MA 02109 (617) 720-0182 Contact: John Ryder
Community Outreach:	Exclusive Real Estate 10 Derne Street Boston, MA 02114 (617) 263-1157 Contact: Harry R. Collings
Sustainability Consultant:	The Green Engineer 50 Beharrell Street Concord, MA 01742 (978) 369-8978 Contact: Christopher Schaffner

Wind Consultant:

RWDI
650 Woodlawn Road West
Guelph, Ontario, Canada N1K 1B8
(519) 823-1311
Contact: Derek R. Kelly

Legal:

Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1371
Contact: Martin R. Healy

[Signatures on following pages]

SIGNED under the penalties of perjury as of this 15th day of October, 2018.

OFFICE TOWER OWNER, LP,
a Delaware limited partnership

By: OFFICE TOWER OWNER GP, LLC, a
Delaware limited liability company, its
general partner

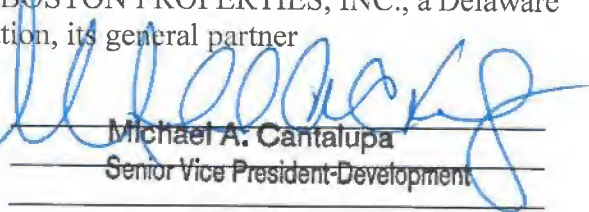
By: OFFICE TOWER DEVELOPER LLC, a
Delaware limited liability company

Members:

BP OFFICE JV MEMBER LLC, a Delaware
limited liability company

By: BOSTON PROPERTIES LIMITED
PARTNERSHIP, a Delaware limited partnership,
its sole member and manager

By: BOSTON PROPERTIES, INC., a Delaware
corporation, its general partner

By: 
Name: Michael A. Cantalupa
Title: Senior Vice President-Development

BOSTON GARDEN OFFICE TOWER, LLC, a
Delaware limited liability company

By: BOSTON GARDEN DEVELOPMENT
CORP., a Massachusetts corporation, its
member

By: _____
Name: _____
Title: _____

SIGNED under the penalties of perjury as of this 15th day of October, 2018.

OFFICE TOWER OWNER, LP,
a Delaware limited partnership

By: OFFICE TOWER OWNER GP, LLC, a
Delaware limited liability company, its
general partner

By: OFFICE TOWER DEVELOPER LLC, a
Delaware limited liability company

Members:

BP OFFICE JV MEMBER LLC, a Delaware
limited liability company

By: BOSTON PROPERTIES LIMITED
PARTNERSHIP, a Delaware limited partnership,
its sole member and manager

By: BOSTON PROPERTIES, INC., a Delaware
corporation, its general partner

By: _____
Name: _____
Title: _____

BOSTON GARDEN OFFICE TOWER, LLC, a
Delaware limited liability company

By: BOSTON GARDEN DEVELOPMENT
CORP., a Massachusetts corporation, its
member

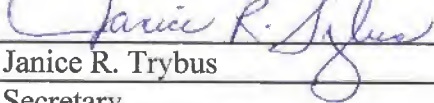
By: 
Name: Janice R. Trybus
Title: Secretary

EXHIBIT A

LEGAL DESCRIPTION OF THE OFFICE TOWER PARCEL

Those certain four parcels shown on a plan entitled "The Hub On Causeway, North Station, Causeway Street, Boston, Massachusetts", prepared by VHB, dated June 29, 2018, Scale 1"=30' recorded with the Suffolk County Registry of Deeds in Plan Book 2018, Plan 406 (the "Plan") situated on land located northerly of Causeway Street, and westerly of the Central Artery (I-93) in the City of Boston, County of Suffolk, Commonwealth of Massachusetts, and being bounded and described as follows:

Primary Office Tower Parcel (Shown on Sheet Sv-1 of said Plan)

The Parcel consists of the volume of space over the East Podium Parcel, commencing at and lying above the grade of 133.33 feet (the "Lower Elevation") and extending to elevation 157.33 feet (the "Upper Elevation"), all based on "mean sea level" as defined by the National Geodetic Vertical Datum of 1929, within the vertical planes of the perimeter of the above described parcel; in no event shall the within parcel extend below the Lower Elevation or above the Upper Elevation.

Commencing at a point on the northerly sideline of Causeway Street and the westerly sideline of Legend's Way Parcel, then northwesterly by the Former Garden Parcel approximately 16 feet to the point of beginning; thence running

Southwesterly a distance of approximately one hundred nineteen feet (119'±) to a point; thence running

Northwesterly a distance of approximately thirty eight feet (38'±) to a point; thence running

Northeasterly a distance of approximately one hundred nineteen feet (119'±) to a point; thence running

Southeasterly a distance of approximately thirty eight feet (38'±) to the point of beginning.

The above described parcel contains 4,493 S.F. according to said Plan.

Legend's Way Tower Parcel (Shown on Sheet Sv-1 of said Plan)

The Parcel consists of the volume of space over the Legend's Way Podium Parcel, commencing at and lying above the grade of 133.33 feet (the "Lower Elevation") and extending to elevation 157.33 feet (the "Upper Elevation"), all based on "mean sea level" as defined by the National Geodetic Vertical Datum of 1929, within the vertical planes of the perimeter of the above described parcel; in no event shall the within parcel extend below the Lower Elevation or above the Upper Elevation.

Commencing at a point on the northerly sideline of Causeway Street and the westerly sideline of Legend's Way Parcel, then northwesterly by the Former Garden Parcel approximately 16 feet to the point of beginning; thence running

Northwesterly a distance of approximately thirty eight feet (38'±) to a point; thence running

Northeasterly continuing a distance of approximately forty four feet (44'±) to a point; thence running

Southeasterly a distance of approximately thirty eight feet (38'±) to a point; thence running

Southwesterly a distance of approximately forty four feet (44'±) to the point of beginning.

The above described parcel contains 1,670 S.F. according to said Plan.

Primary Office Tower Parcel (Shown on Sheet Sv-2 of said Plan)

The Parcel consists of the volume of space commencing at and lying above the grade elevation 157.33 feet (the "Lower Elevation"), all above "mean sea level" as defined by the National Geodetic Vertical Datum of 1929, within the vertical planes of the perimeter of the parcel described below; in no event shall the within parcel extend below the Lower Elevation.

Commencing at a point on the northerly sideline of Causeway Street and the westerly sideline of Legend's Way Parcel, then northwesterly by the Former Garden Parcel approximately 5 feet by the Former Garden Parcel to the point of beginning; thence running

Southwesterly a distance of approximately one hundred thirty one feet (131'±) to a point; thence running

Northwesterly a distance of approximately one hundred eighty two feet (182'±) to a point; thence running

Northeasterly a distance of approximately one hundred thirty one feet (131'±) to a point; thence running

Southeasterly a distance of approximately one hundred eighty two feet (182'±) to the point of beginning.

The above described parcel contains 23,771 S.F. according to said Plan.

Legend's Way Tower Parcel (Shown on Sheet Sv-2 of said Plan)

The Parcel consists of the volume of space commencing at and lying above the grade elevation 157.33 feet (the "Lower Elevation"), all above "mean sea level" as defined by the National Geodetic Vertical Datum of 1929, within the vertical planes of the perimeter of the parcel described below; in no event shall the within parcel extend below the Lower Elevation.

Commencing at a point on the northerly sideline of Causeway Street and the westerly sideline of Legend's Way Parcel, then northwesterly by the Former Garden Parcel approximately 5 feet by the Former Garden Parcel to the point of beginning; thence running

Northwesterly a distance of approximately one hundred eighty two feet (182'±) to a point; thence running

Northeasterly continuing a distance of approximately fifty six feet (56'±) to a point; thence running

Southeasterly a distance of approximately one hundred eighty two feet (182'±) to a point; thence running

Southwesterly a distance of approximately fifty six feet (56'±) to the point of beginning.

The above described parcel contains 10,202 S.F. according to said Plan.

The Owner reserves the right from time to time to substitute, amend or otherwise modify the above descriptions as more accurate site description information is developed.

EXHIBIT B

**THE NAME AND RESIDENCE OF EACH PERSON WITH A BENEFICIAL INTEREST
IN THE OFFICE TOWER PARCEL**

One hundred percent (100%) of the limited partnership interest and general partnership interest of Office Tower Owner is owned directly or indirectly by Office Tower Developer LLC, a Delaware limited liability company ("**Office Tower Developer**").

NAME: Boston Garden Development Corp. 50%

ADDRESS: 100 Legends Way
Boston, MA 02114
Attention: Christopher Maher, Vice President

Fifty percent (50%) of the limited liability company membership interest in Office Tower Developer is owned by Boston Garden Office Tower LLC, a Delaware limited liability company, which is wholly-owned by Boston Garden Development Corp., a Massachusetts corporation. One hundred percent (100%) of the stock of Boston Garden Development Corp. is owned by Delaware North Companies, Incorporated, a Delaware corporation. Delaware North Companies, Incorporated is owned by:

Stockholder	Total Outstanding Stock (%)
Jeremy M. Jacobs Trust U/A dated 4/1/73, as amended and restated 4/17/98 (DEERIDGE TRUST COMPANY, LLC, Trustee)	97.6236%
Jeremy M. Jacobs Trust U/A dated 8/27/75, as amended and restated 10/21/98 (DEERIDGE TRUST COMPANY, LLC, Trustee)	1.6857%
Other fractional interests by others	Less than 1%

NAME: Boston Properties Limited Partnership 50%

ADDRESS: 800 Boylston Street, 19th Floor
Boston, MA 02199
Tel: (617) 236-3491
Attention: Michael A. Cantalupa, Senior Vice President- Development

Fifty percent (50%) of the limited liability company membership interest in Office Tower Developer is owned by BP Office JV Member LLC, a Delaware limited liability company, which is wholly-owned by Boston Properties Limited Partnership, a Delaware limited partnership. Boston Properties Limited Partnership, is owned by:

(i) Approximately 89.03% by its sole general partner, Boston Properties, Inc., a publically-owned real estate investment trust traded on the New York Stock Exchange;

- (ii) Approximately 4.77% by Mortimer B. Zuckerman and related trusts;
- (iii) Approximately 1.58% by the Joyce Linde and Mark Balk, Trustees of the Edward A. Linde 1988 Trust; and
- (iv) No other partner owns more than 1%



Martin R. Healy
+1 617 570 1371
mhealy@goodwinlaw.com

Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com

+1 617 570 1000

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BOSTON, MA

BY HAND

October 15, 2018

Maureen Feeney
City Clerk
City of Boston
One City Hall Square, Room 601
Boston, MA 02201-2014

Theresa Donovan
Assistant Secretary
Boston Planning & Development Agency
One City Hall Square
Boston, MA 02201-2014

Re: The Hub on Causeway (formerly known as the Boston Garden Project)--Disclosure Statement Concerning Beneficial Interests

Dear Ms. Feeney and Assistant Secretary Donovan:

Enclosed for filing please find a Disclosure Statement Concerning Beneficial Interests dated October 15, 2018 for the Office Tower of the above-referenced project as required by Article 80, Section 80B-8 of the Boston Zoning Code.

Please call me if you have any questions or require additional information in connection with this filing.

Sincerely,

Martin R. Healy
Attorney for the Applicant

MRH/amd

cc: E. Renee LeFevre, General Counsel, Boston Redevelopment Authority
Brian Golden, Director, Boston Redevelopment Authority

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**DISCLOSURE STATEMENT CONCERNING BENEFICIAL INTERESTS AS
REQUIRED BY ARTICLE 80, SECTION 80B-8, OF THE BOSTON ZONING CODE**

- (1) Name of Project: New Inpatient Building
- (2) Location: 111 Francis Street, Boston, MA 02215, on a site bounded by Brookline Avenue, Francis Street, a discontinued portion of Pilgrim Road owned by the Applicant, and the Rosenberg Building
- (3) Applicant: Beth Israel Deaconess Medical Center, Inc., a Massachusetts charitable corporation
- (4) The undersigned hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST:

	<u>Percentage Interest</u>
Beth Israel Deaconess Medical Center, Inc., a Massachusetts charitable corporation (BIDMC)	N/A

Members of the BIDMC Board of Directors:

Carol F. Anderson
Thomas J. DeSimone
Edward H. Ladd
Margaret A. McKenna
William A. Johnston
Robert J. Lepofsky
Aron Ain
Jill T. Cheng
Michael F. Cronin
Joel Cutler
Carol Fulp
Danielle Remis Hackel
Daniel J. Jick
David F. Lamere
Chiang J. Li, MD, FACP

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James Mandell, MD
Geoff Rehnert
Alan W. Rottenberg
Jennifer K. Silver

Michael J. Brady, *ex-officio* as Chair, Board of Directors,
Beth Israel Deaconess Hospital-Milton
Lyle Lawrence Bazzinotti, *ex-officio* as Chair, Board of
Directors, Beth Israel Deaconess Hospital-Plymouth
Elliot Chaikof, MD, *ex-officio* as Chief, Roberta and Stephen
R. Weiner Department of Surgery
Alexa Kimball, MD, MPH, *ex-officio* as President and CEO
of Harvard Medical Faculty Physicians at BIDMC
Pamela Lesser, *ex-officio* as Chair, BIDMC Trustee Advisory
Board
Stephen Vanoumy, Jr, *ex-officio* as Chair, Board of Trustees,
Beth Israel Deaconess Hospital-Needham
Kevin Tabb, MD, *ex-officio* as CEO
Mark Zeidel, MD, *ex-officio* as Chief, Department of
Medicine

BIDMC Officers:

Chair	Carol F. Anderson
Vice Chair	Thomas J. DeSimone
Vice Chair	Edward H. Ladd
Vice Chair	Margaret A. McKenna
Treasurer	William A. Johnston
Secretary/Clerk	Robert J. Lepofsky
Asst. Treasurer	Steven P. Fischer
Asst. Secretary/Clerk	Jamie W. Katz and Kerry E. J. Brown

The sole member of Beth Israel Deaconess Medical Center, Inc. is CareGroup, Inc., a Massachusetts charitable corporation, whose directors and officers are as follows:

Members of the CareGroup, Inc. Board of Directors:

Thomas Barker
John Canepa
Daniel Jick
Peter Nichols
Hans Michael Norkus
Helen Strieder
John Wilkins

CareGroup, Inc. Officers:

Chair	Hans Michael Norkus
Treasurer	John T. Szum
Clerk	Daniel T. Roble

- (5) The undersigned also acknowledge and state that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts or is an employee of the State Department of Capital Asset Management (formerly the Department of Capital Planning and Operations).
- (6) The undersigned hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL
CORPORATIONS AND AGENTS WHO HAVE ACTED ON SAID APPLICATION:

Owner's Representative

Leggat McCall Properties
10 Post Office Square, Suite 13
Boston, MA 02109
Contact: Robert Foster

Legal Counsel

Goulston & Storrs
400 Atlantic Avenue
Boston, MA 02110
Contact: Adam Hundley, Esq.

Architect

Payette Associates, Inc.
290 Congress Street, Fifth Floor
Boston, MA 02210
Contact: Kevin Sullivan, AIA

Environmental Consultants

Epsilon Associates, Inc.
3 Mill & Main Place, Suite 250
Maynard, MA 01754

Contact: Cindy Schlessinger

RWDI

600 Southgate Drive
Guelph Ontario Canada N1G 4P6
Contact: Sonia Beaulieu

Transportation Consultant/Civil Engineer

VHB

99 High Street, 10th Floor
Boston, MA 02110
Contact: Sean Manning & Howard Moshier, PE

Geotechnical Engineer

GEI Consultants
400 Unicorn Park Drive, Suite 8
Boston, MA 02129
Contact: Ileen Gladstone, P.E., LSP, LEED AP

MEP/FP Engineer/Tel Data Engineer

Bard, Rao + Athanas Consulting Engineers, LLC
10 Guest Street, 4th Floor
Boston, MA 02135
Contact: Allan Ames, PE

Construction Manager

Turner Construction Company
Two Seaport Lane, Suite 200
Boston, MA 02210
Contact: Amy Sowersby

Code Consultant

Hastings Consulting, Inc.
142 Hanlon Road
Holliston, MA 01746
Contact: Kevin Hastings

Acoustics/Vibration Consultant

Acentech
33 Moulton Street
Cambridge, MA 02138
Contact: Ben Davenny

SIGNED under the penalties of perjury as of October 2, 2018.

BETH ISRAEL DEACONESS MEDICAL CENTER, INC.

By: Jamie W. Katz

Name: Jamie W. Katz

Title: Assistant Secretary/Clerk and General Counsel

October 3, 2018

BY HAND

Ms. Maureen Feeney

City Clerk
1 City Hall Square, Room 601
Boston, MA 02201

Ms. Theresa Polhemus
Office of the Executive Director/Secretary
Boston Redevelopment Authority
1 City Hall Square, 9th Floor
Boston, MA 02201

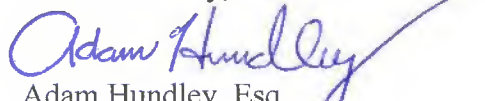
Jeffrey Hampton
Executive Secretary
City of Boston Zoning Commission
1 City Hall Square, 9th Floor
Boston, MA 02201

Re: Disclosure Statement – Beth Israel Deaconess Medical Center's
New Inpatient Building

Dear Ms. Feeney, Ms. Polhemus, and Mr. Hampton:

On behalf of Beth Israel Deaconess Medical Center, as Proponent, enclosed please find a Disclosure Statement as required by Section 80B of the City of Boston Zoning Code for the BIMCM's New Inpatient Building in the Longwood Medical and Academic Area. I would appreciate it if you could countersign or stamp a copy of this letter to evidence your receipt of this Disclosure. Thank you very much.

Yours sincerely,


Adam Hundley, Esq.,
Attorney for the Proponent

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Name:

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**Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code**

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(1) Name of Project: The Troy Boston
Apartments

(2) Location: 55 Traveler Street (f/k/a 275 Albany Street)

(3) Applicant: EQR-Troy LLC and EQR-Troy A LLC, as tenants in common
(collectively, "Troy")

(4) I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL
INTEREST (continue on separate sheet if necessary):

	Percentage Interest
NAME: <u>ERP Operating Limited Partnership ("ERP")</u> ADDRESS: <u>Two North Riverside Plaza, Chicago, IL 60606</u>	100% in Troy
NAME: <u>Equity Residential, a MD REIT ("EQR")</u> ADDRESS: <u>Two North Riverside Plaza, Chicago, IL 60606</u>	96.3% in ERP
NAME: <u>The Vanguard Group</u> ADDRESS: <u>100 Vanguard Blvd, Malvern, PA 19355</u>	12.87% in EQR
NAME: _____ ADDRESS: _____	
NAME: _____ ADDRESS: _____	

(5) The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.

(6) I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents

who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL CORPORATIONS AND AGENTS WHO HAVE ACTED ON SAID APPLICATION
(continue on separate sheet if necessary):

NAME: _____
ADDRESS: _____

NAME: _____
ADDRESS: _____

NAME: _____
ADDRESS: _____

NAME: _____
ADDRESS: _____

NAME: _____
ADDRESS: _____

[Signatures Next Page]

SIGNED under the penalties of perjury.

EQR-TROY LLC, a Delaware limited liability company, as to a 60% undivided tenant in common interest

By: ERP Operating Limited Partnership, an Illinois limited partnership, its member

By: Equity Residential, a Maryland real estate investment trust, its general partner

By: Caroline Hammond
Name: _____
Its: **CAROLINE HAMMOND**
VICE PRESIDENT

EQR-TROY A LLC, a Delaware limited liability company, as to a 40% undivided tenant in common interest

By: ERP Operating Limited Partnership, an Illinois limited partnership, its member

By: Equity Residential, a Maryland real estate investment trust, its general partner

By: Caroline Hammond
Name: _____
Its: **CAROLINE HAMMOND**
VICE PRESIDENT

ASSIGNMENT AND ASSUMPTION OF COOPERATION AGREEMENT

Troy Boston Apartments, Boston, Massachusetts

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This ASSIGNMENT AND ASSUMPTION OF COOPERATION AGREEMENT (this "Assignment") is made by and between **275 ALBANY STREET, LLC**, a Delaware limited liability company, having an address at c/o Gerding Edlen, 1477 NW Everett Street, Portland, Oregon 97209 ("Assignor"), and **EQR-TROY LLC**, as to a 60% undivided tenant in common interest and **EQR-TROY A LLC**, as to a 40% undivided tenant in common interest, each a Delaware limited liability company, having an address at Two North Riverside Plaza, Suite 400, Chicago, Illinois 60606 (collectively, the "Assignee"), and is made effective as of this 21 day of August, 2018 (the "Effective Date").

1. As of the Effective Date, under a Purchase and Sale Agreement and Joint Escrow Instructions (as assigned, collectively, the "Purchase Agreement"), Assignor is assigning to Assignee all of its interest arising from and after the date hereof in and to all that certain real property located at 275 Albany Street, Boston, Suffolk County, Massachusetts, as more particularly described in Exhibit A to the Purchase Agreement.

2. As of the Effective Date, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby irrevocably assigns to Assignee all of Assignor's right and interest in and to that certain *Cooperation Agreement*, 275 Albany Street, Boston, by and between Assignor and the Boston Redevelopment Authority, d/b/a the Boston Planning & Development Agency (the "BPDA"), dated December 9, 2013 (the "Cooperation Agreement").

3. Assignee hereby accepts the assignment of the Cooperation Agreement and assumes and agrees to perform and comply with all of the covenants and agreements of the Cooperation Agreement to be performed by the Applicant arising on or after the Effective Date of this Assignment.

4. All terms of this Assignment shall be binding upon, inure to the benefit of and be enforceable by the parties hereto and their respective legal representatives, successors and assigns.

5. No modification, waiver, amendment, discharge or change of this Assignment shall be valid unless the same is in writing and signed by the party against which the enforcement of such modification, waiver, amendment, discharge or change is or may be sought.

6. This Assignment shall be construed and enforced in accordance with the laws of the Commonwealth of Massachusetts.

7. This Assignment may be executed in any number of counterparts, each of which so executed shall be deemed original; such counterparts shall together constitute but one agreement.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the Effective Date set forth above.

SELLER:

275 ALBANY STREET LLC, a Delaware limited liability company

By: 

Patrick Wilde, Authorized Signatory

ASSIGNEE:

EQR-TROY LLC, a Delaware limited liability company, as to a 60% undivided tenant in common interest

By: EQR CDECREE QI Inc., a Delaware corporation, its sole economic member

By: Naomi Weitzel
Name: Naomi Weitzel
Its: SVP

EQR-TROY A LLC, a Delaware limited liability company, as to a 40% undivided tenant in common interest

By: EQR CDECREE QI Inc., a Delaware corporation, its sole economic member

By: Naomi Weitzel
Name: Naomi Weitzel
Its: SVP

EXHIBIT A

**LEGAL DESCRIPTION
(the "Land")**

Real property in the City of Boston, County of Suffolk, State of Massachusetts, described as follows:

The land with the buildings thereon in Boston, Suffolk County, Massachusetts shown as Parcel No. 9 on a plan entitled "Urban Renewal Division, Boston Housing Authority New York Streets Project, UR Mass. 2-1, Land Disposition Plan", by Hayden, Harding and Buchanan, Inc., Consulting Engineers, Boston 35, Massachusetts, dated March 6, 1957, Revisions June 26, 1957, recorded in the Suffolk Registry of Deeds in Book 7263, Page 345, which parcel is more particularly bounded and described as follows:

SOUTHERLY by Dover Street, 139.37 feet;

WESTERLY by Parcel No. 10 on said plan, 180.00 feet and Parcel No. 11 on said plan, 155.82 feet;

NORTHERLY by Troy Street, 147.30 feet;

NORTHEASTERLY by the curved intersection of Troy Street and Albany Street, 32.36 feet;

EASTERLY by Albany Street, 302.99 feet; and

SOUTHEASTERLY by the curved intersection of Dover Street and Albany Street, 31.46 feet. Said Parcel No. 9 contains 55,484.34 square feet, according to said plan.

Parcel No. 9 includes the fee and soil of those portions of Albany Street, Troy Street and Dover Street adjoining said portions to the center line of said streets. Said Troy Street is now known as Traveler Street and said Dover Streets is now known as East Berkeley Street.



Equity Residential
Two North Riverside Plaza
Chicago, IL 60606

312.474.1300
312.454.8703 FAX
EquityResidential.com

September 27, 2018

VIA UPS OVERNIGHT

Ms. Maureen Feeney
City Clerk
1 City Hall Square, Room 601
Boston, MA 02201

Theresa Polhemus
Executive Secretary
Boston Redevelopment Authority
1 City Hall Square, 9th Floor
Boston, MA 02201

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CITY CLERK'S OFFICE
2018 SEP 28 A 10:46
BOSTON, MA

**Re: Update to Disclosure Statement – 55 Traveler Street, fka 275 Albany
Street (The Troy Boston Apartments)**

Dear Ms. Feeney and Ms. Polhemus:

On August 21, 2018, EQR-Troy LLC and EQR-Troy A LLC, as tenants in common (collectively, "EQR"), acquired the project formerly known as 275 Albany Street, and now known as the Troy Boston Apartments, located at 55 Traveler Street. Pursuant to Section 80B-8.6 of the City of Boston Zoning Code, EQR hereby files the enclosed updated Disclosure Statement Concerning Beneficial Interests, reflecting the ownership change.

Enclosed please also find a copy of the fully executed Assignment and Assumption of Cooperation Agreement dated August 21, 2018 to EQR as assignee.

Please do not hesitate to contact me with any questions.

Very truly yours,

Caroline Hammond
VP, Equity Residential

Enclosure

cc: Jared Eigerman. Esq. (via email w/enc.)

UPDATED
Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

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CITY CLERK'S OFFICE
2010 SEP 27 P 4:13
BOSTON, MA

- (1) Name of Project: 115 Winthrop Square Redevelopment
- (2) Location: 115 Federal Street (sometimes commonly referred to as 115 Winthrop Square or 240 Devonshire Street), Downtown Boston
- (3) Applicant: MCAF Winthrop LLC,
a Delaware limited liability company
7 Water Street, Suite 200
Boston, Massachusetts 02109
- (4) I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST (continue on separate sheet if necessary):

<u>Name:</u>	<u>Beneficial Interest Percentage</u>
Beneficial Owner of MCAF Winthrop LLC:	
Winthrop Development Holding Co LLC a Delaware limited liability company c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	100%
Beneficial Owner of Winthrop Development Holding Co LLC:	
Winthrop Development Common Member LLC a Delaware limited liability company c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	100%
Beneficial Owner of Winthrop Development Common Member LLC:	

Winthrop Development Funding Member LLC 100%
a New York limited liability company
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Beneficial Owners of Winthrop Development Funding Member LLC:

Winthrop Development Residential Member LLC 100%
a New York limited liability company
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Beneficial Owners of Winthrop Development Residential Member LLC:

MCAF Development Holding Co LLC 100%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Beneficial Owners of MCAF Development Holding Co LLC:

Millennium Partners Holding Co LLC 100%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Beneficial Owner of Millennium Partners Holding Co LLC:

Millennium Partners LLC 100%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Beneficial Owner of Millennium Partners LLC:

MDP CAF Holdings LLC 45.97367%
a New York limited liability company
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

MCAF Principal Holding Co LLC 54.02633%
a Delaware limited liability company
c/o Millennium Partners

1995 Broadway, 3rd Floor
New York, NY 10023

Beneficial Owners of MDP CAF Holdings LLC:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	78.98930%
--	-----------

Philip E. Aarons c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	8.62670%
---	----------

Millennium Investment Holding LP a Delaware limited partnership c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	3.98080%
---	----------

Philip H. Lovett c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	3.68800%
---	----------

Steven L. Hoffman c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	1.46150%
--	----------

Mario J. Palumbo c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.78980%
---	----------

W.S. Triangle, Inc. a Utah corporation c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.58400%
--	----------

Millennium Partners I, Inc. a New York corporation c/o Millennium Partners 1995 Broadway, 3rd Floor	0.56750%
--	----------

New York, NY 10023

Millennium Partners Management I, Inc. a New York corporation c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.56750%
---	----------

1965 Broadway Corp. a New York corporation c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.19430%
--	----------

Sean Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.18500%
--	----------

Millennium Entertainment Corp. a New York corporation c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.11520%
---	----------

Millennium Development Corp. a New York corporation c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.11090%
---	----------

Pamela Malkani c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.09290%
---	----------

Lincoln Broadway Corp. a New York corporation c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	.004660%
---	----------

Beneficial Owner of W.S. Triangle, Inc.:

Christopher M. Jeffries c/o Millennium Partners	100%
--	------

1995 Broadway, 3rd Floor
New York, NY 10023

Beneficial Owners of Millennium Partners I, Inc.:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	70%
--	-----

Phillip E. Aarons c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	20%
--	-----

Phillip H. Lovett c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	10%
--	-----

Beneficial Owners of Millennium Partners Management I, Inc.:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	70%
--	-----

Phillip E. Aarons c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	20%
--	-----

Phillip H. Lovett c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	10%
--	-----

Beneficial Owner of 1965 Broadway Corp.:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	100%
--	------

Beneficial Owners of Millennium Development Corp.:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	70%
--	-----

Phillip E. Aarons c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	20%
--	-----

Phillip H. Lovett c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	10%
--	-----

Beneficial Owners of Millennium Entertainment Corp.:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	66.5%
--	-------

Phillip E. Aarons c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	19%
--	-----

Phillip H. Lovett c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	9.5%
--	------

Steven L. Hoffman c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	5%
--	----

Beneficial Owner of Lincoln Broadway Corp.:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	100%
--	------

Beneficial Owners of MCAF Principal Holding Co LLC:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	40.5084%
Lisa T. Jeffries c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	1.4543%
LJ 2017 Trust c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	27.7642%
Sean Jeffries 2005 Trust c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.7270%
Anne Jeffries Citrin 2000 Trust c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	1.4543%
Claudia Jeffries Citrin 2004 Trust c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.8728%
Ella Marian Jeffries 2004 Trust c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.8728%
Joseph Martin Citrin 2006 Trust c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.5818%
Margeaux Powers Citrin 2008 Trust c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.5818%
Meaghan Margaret Jeffries 2006 Trust	0.5818%

c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Brynn Michael Jeffries 2010 Trust 0.5818%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

William Christopher Citrin 2011 Trust 0.5818%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Gabrielle LaLonde Citrin 2013 Trust 0.5818%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Sean Jeffries 0.7346%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Mario J. Palumbo 10.6346%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Philip E. Aarons 1.9545%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Steven L. Hoffman 4.0094%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

Pamela Malkani 0.5102%
c/o Millennium Partners
1995 Broadway, 3rd Floor
New York, NY 10023

The Mario J. Palumbo Jr. 2013 GST Exempt Trust 4.0835%
c/o Millennium Partners

1995 Broadway, 3rd Floor
New York, NY 10023

Millennium Investment Holding LP a Delaware limited partnership c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	0.9286%
---	---------

Beneficial Owners of Millennium Investment Holding LP:

Millennium Investment Holding Corp a Delaware corporation c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	1%
---	----

George von Werz c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	99%
--	-----

Beneficial Owners of Millennium Investment Holding LP:

George von Werz c/o Millennium Partners 1995 Broadway, 3rd Floor New York, NY 10023	100%
--	------

- (5) The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Asset Maintenance and Management.
- (6) I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL CORPORATIONS, AND AGENTS WHO HAVE ACTED ON SAID APPLICATION

This Disclosure Statement Concerning Beneficial Interests is not submitted with an

application for Zoning Relief, but is an update of a prior Disclosure Statement. The only firm that has assisted with this updated Disclosure Statement is as follows:

DLA PIPER LLP (US)
33 Arch Street, 26th Floor
Boston, Massachusetts 02110

[Remainder of page intentionally left blank; signature page follows]

SIGNED under the penalties of perjury as of September 27, 2018.

MCAF WINTHROP LLC,
a Delaware limited liability company

By: _____

Name:

Title:


PHILIP H. LOVETT
Vice President

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

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BOSTON, MA

- (1) Name of Project: Exchange South End Redevelopment
- (2) Location: 540 Albany Street, South End
- (3) Applicant: Boston Flower Exchange, LLC,
a Massachusetts limited liability company
c/o The Abbey Group
177 Huntington Avenue, 24th Floor
Boston, Massachusetts 02115
- (4) I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST (continue on separate sheet if necessary):

<u>Name:</u>	<u>Beneficial Interest Percentage</u>
Abbey Albany Corp., a Delaware corporation c/o The Abbey Group 177 Huntington Avenue, 24 th Floor Boston, Massachusetts 02115	100%

Beneficial Owners of Abbey Albany Corp.:

Jennifer Epstein c/o The Abbey Group 177 Huntington Avenue, 24 th Floor Boston, Massachusetts 02115	8.33%
Audrey Epstein Reny c/o The Abbey Group 177 Huntington Avenue, 24 th Floor Boston, Massachusetts 02115	25%

William Keravuori
c/o The Abbey Group
177 Huntington Avenue, 24th Floor
Boston, Massachusetts 02115
16.67%

Jessica Baron
c/o The Abbey Group
177 Huntington Avenue, 24th Floor
Boston, Massachusetts 02115
8.33%

Shane Baron
c/o The Abbey Group
177 Huntington Avenue, 24th Floor
Boston, Massachusetts 02115
16.67%

Jason Epstein
c/o The Abbey Group
177 Huntington Avenue, 24th Floor
Boston, Massachusetts 02115
25%

- (5) The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Asset Maintenance and Management.
- (6) I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL
CORPORATIONS, AND AGENTS WHO HAVE ACTED ON SAID APPLICATION

Stantec
311 Summer Street
Boston MA 02210-1723

DLA Piper LLP (US)
33 Arch Street, 26th Floor
Boston, MA 02110

SIGNED under the penalties of perjury as of August 14, 2018.

BOSTON FLOWER EXCHANGE, LLC,
a Massachusetts limited liability company

Abbey Albany Corp.

By: 

Name:

Title:

Daniel J. Gavery, Jr.
Treasurer.

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CITY OF BOSTON
JUL 26 P 2 53
BOSTON, MA

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

- (1) Name of Project: **Haynes House Renovation**
- (2) Location: **735 Shawmut Avenue, Roxbury MA. 02119**
- (3) Applicant: **Haynes House Associates II Limited Partnership**
- (4) I hereby state, under the penalties of perjury, that the true names and addresses of the Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL
INTEREST (continue on separate sheet if necessary):

NAME:	Madison Park Development Corporation	Percentage Interest
ADDRESS:	184 Dudley Street, Suite 102	100%
	Roxbury, MA 02119	

Madison Park Development Corporation is a Massachusetts charitable corporation without shareholders. The members of the corporation do not have any personal beneficial interest in the income or assets of the corporation.

Madison Park Development Corporation's interests are indirect, through its wholly owned affiliates Lower Roxbury Community Corporation and Haynes House II, Inc.

- (5) The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is and employee of the State Department of Capital Planning and Operations.
- (6) I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the forgoing with respect to the application of Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

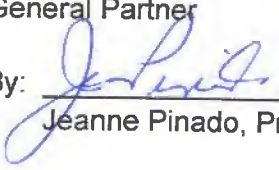
NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL
CORPORATIONS, AND AGENTS WHO HAVE ACTED ON SAID
APPLICATION:

There is no firm or professional corporation receiving \$50,000 or more in
compensation for acting on behalf of the application for Zoning Relief.

SIGNED under the penalties of perjury.

HAYNE HOUSE ASSOCIATES II LIMITED
PARTNERSHIP

By: Haynes House II, Inc.,
General Partner

By: 
Jeanne Pinado, President and CEO

June __, 2018

Klein Hornig LLP

COUNSELORS AT LAW

101 Arch Street	1325 G Street NW
Suite 1101	Suite 770
Boston, MA 02110	Washington, DC 20005
T 617.224.0600	T 202.842.9006
F 617.224.0601	F 202.842.3936

John Achatz
617.224.0608
jachatz@kleinhornig.com

Transmittal

Via First Class Mail

TO: Boston City Clerk
Boston City Hall, Room 601
Boston, MA 02201

FROM: John Achatz

DATE: July 23, 2018

SUBJECT: **Hannes House Associates II Limited Partnership**
Disclosure Statement Concerning Beneficial Interests as Required by
Article 80, Section 80B-8 of the Boston Zoning Code
KH 0054-111

Enclosed please find for filing an original Disclosure Statement of Haynes House Associates II Limited Partnership Concerning Beneficial Interests as Required by Article 80, Section 80B-8 of the Boston Zoning Code.

Also enclosed is a photocopy of the Disclosure Statement. Please stamp the copy with the date and time of receipt and return it in the enclosed self-addressed envelope.

J.A.



UPDATED
Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, section 80B-8, of the Boston Zoning Code

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2018 JUN 27 P 4:36
BOSTON, MA

- (1) Name of Project: 150 Seaport Boulevard
- (2) Location: 150 Seaport Boulevard, Boston, Massachusetts
- (3) Applicant: 150 Seaport LLC
- (4) I hereby state, under penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL
INTEREST

	<u>Percentage Interest</u>
NAME: 150 Seaport LLC	100%
ADDRESS: 250 Northern Avenue, Suite 400, Boston, MA 02210	

Beneficial Owner of 150 Seaport LLC	
Cronin Holdings LP 250 Northern Avenue, Suite 400 Boston, MA 02210	100%
Beneficial Owners of Cronin Holdings LP	
Cronin Holdings Management Limited Partnership 250 Northern Avenue, Suite 400 Boston, MA 02210	99.998%
Jon Cronin 250 Northern Avenue, Suite 400 Boston, MA 02210	0.002%
Beneficial Owners of Cronin Holdings Management Limited Partnership	
Jon Cronin c/o Cronin Holdings LP 250 Northern Avenue, Suite 400 Boston, MA 02210	59%

Nicole Cronin c/o Cronin Holdings LP 250 Northern Avenue, Suite 400 Boston, MA 02210	20%
Sarah Buckley Knocknacurra, Kinsale Co. Cork, Ireland	10%
Jill Buckley Knocknacurra, Kinsale Co. Cork, Ireland	10%
CHM GP, LLC 250 Northern Avenue, Suite 400 c/o The Cronin Group Boston, MA 02210	1%
Beneficial Owner of CHM GP, LLC	
Jon Cronin c/o Cronin Holdings LP 250 Northern Avenue, Suite 400 Boston, MA 02210	100%

- (5) The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
- (6) I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL
CORPORATIONS, AND AGENTS WHO HAVE ACTED ON SAID APPLICATION

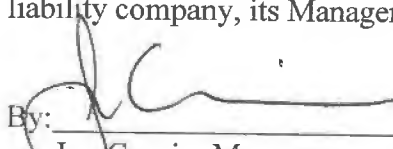
Development Consultant	Hill International Inc.	330 Congress Street Boston, MA 02110
Architect	Elkus Manfredi Architects	25 Drydock Avenue Boston, MA 02110
Landscape Architect	Carol R. Johnson Associates	115 Broad Street Boston, MA 02110
Permitting Consultants	Durand & Anastas Environmental Strategies, Inc.	250 Northern Avenue Boston, MA 02210
	Vanasse Hangen Brustlin, Inc.	99 High Street Boston, MA 02111

Transportation/ Parking	Fort Hill Infrastructure Services, LLC	54 Canal Street, 5 th Floor Boston, MA 02114
Attorneys	Pulgini & Norton, LLP	10 Forbes Road Braintree, MA 02184
	Sullivan & Worcester, LLP	One Post Office Square Boston, MA 02109
Structural Engineer	McNamara Salvia	101 Federal Street Boston, MA 02210
Construction/Mechanical/ Electrical Engineer	WSP	88 Black Falcon Pier Boston, MA 02110
Civil Engineering	Feldman Land Surveyors	112 Shawmut Ave Boston, MA 02118
Construction Manager	John Moriarty & Associates	3 Church St Winchester, MA 01890
Geotechnical Consultant	Haley & Aldrich	465 Medford St Boston, MA 02109

SIGNED under the penalties of perjury.

150 Seaport LLC, a Delaware limited liability
company

By: CHM GP, LLC, a Massachusetts limited
liability company, its Manager

By: 
Jon Cronin, Manager

Date: June 26, 2018

RECEIVED
CITY CLERK'S OFFICE
2018 JUN 27 P 4: 36
BOSTON, MA

June 27, 2018

BY HAND

Ms. Maureen Feeney
City Clerk
Boston City Hall
One City Hall Square, Room 601
Boston, MA 02201

Re: 150 Seaport Boulevard/PDA No. 104

Dear Ms. Feeney:

I have enclosed for filing an Updated Disclosure Statement concerning beneficial interests for the above-referenced project as required by Article 80, Section 80B-8(6) of the Boston Zoning Code.

Very truly yours,



Victor N. Baltera

Direct line: 617-338-2945
vbaltera@sandw.com

VNB:ams

Enclosure

cc w/o enc.: Lisa Richardson

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

As of ____ September 13 ____, 2017

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- (1) Name of Project: ____ 3531 Washington Street ____ BOSTON, MA
- (2) Location: ____ 3531 Washington Street ____, Boston, MA
- (3) Applicant: JPOne Holdings, LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
1. SSG JP Mixed Use, LLC <i>*see Schedule A</i>	120 South Street, 4 th Floor Boston, MA 02111	50%
2. BBJP Investor, LLC <i>*see Schedule B</i>	20 Park Plaza, #821 Boston, MA 02116	50%
3.		
4.		

- (5) The undersigned also acknowledges and states that none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the Commonwealth's Division of Capital Asset Management.
- (6) The undersigned hereby states, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

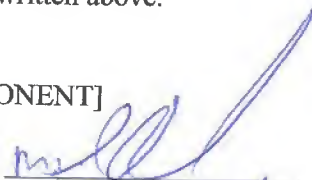
NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL CORPORATIONS, AND
AGENTS WHO HAVE ACTED ON SAID APPLICATION

[names and addresses of project consultant firms]

[Remainder of page intentionally blank]

Signed under the penalties of perjury as of the date first written above.

[PROPONENT]

By: 
Name: Michael Owen
Its: Mon

SCHEDULE A

SSG JP MIXED USE, LLC

MEMBERS

NAME AND ADDRESS OF MEMBERS	PERCENTAGE INTEREST
Gerald D. Cohen c/o SF Properties, Inc. 651 Washington Street, Suite 200 Brookline, Massachusetts 02446	28.12%
Robert W. Granger 451 Bayfront Place, Unit 5306 Naples, Florida 34102	16.88%
Stephen J. Granger 1903 Cocoplum Way Naples, Florida 34105	16.88%
George A. Bachrach 39 Merrill Road Watertown, Massachusetts 02472	10.00%
Bryan T. Rich 800 Hartford Turnpike PO Box 439 Shrewsbury, Massachusetts 01545	28.12%

MANAGER

Bryan T. Rich
129 South Street, 4th Floor
Boston, Massachusetts 02111

SCHEDULE B

BBJP INVESTOR, LLC

MEMBERS

NAME AND ADDRESS OF MEMBERS	PERCENTAGE INTEREST
Michael Durand 20 Park Plaza, Suite #821 Boston, MA 02116	100.00%

MANAGER

Michael Durand
20 Park Plaza, Suite #821
Boston, MA 02116

**Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code**

2016 FEB 25 P 4: 16
BOSTON, MA

- (1) Name of Project: Residences at Seaport Condominium
- (2) Location: 85 Seaport Boulevard
Boston, MA 02210
- (3) Applicant: CLPF Residences at Seaport LLC
- (4) I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest to within one-tenth of one percent if such interest exceeds one percent) in the above-listed property, effective upon the closing of the acquisition of the Project by the Applicant, are listed below pursuant to the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

**NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL
INTEREST**

	<u>Percentage Interest</u>
NAME: CLPF – MA REIT, LLC, a Delaware limited liability company c/o Clarion Partners 230 Park Avenue New York, NY 10169	100%
NAME: Clarion Lion Properties Fund Holdings, L.P., a Delaware limited partnership c/o Clarion Partners 230 Park Avenue New York, NY 10169	100% ¹
NAME: Clarion Lion Properties Fund Holdings REIT, LLC, a Delaware limited liability company c/o Clarion Partners 230 Park Avenue New York, NY 10169	100%

¹ Clarion Lion Properties Fund Holdings, L.P., owns 100% of the common interests in CLPF – MA REIT, LLC; 100 individual shareholders own, collectively, less than 1% in preferred shares.

NAME: Clarion Lion Properties Fund, L.P.,
a Delaware limited partnership > 99.99%²
c/o Clarion Partners
230 Park Avenue
New York, NY 10169

NOTE: Clarion Lion Properties Fund, L.P., is a widely held private equity fund with more than \$10.8 billion in assets. Ownership interests in the fund change frequently, though there are no beneficial owners with an ownership interest greater than 10%.

- (5) The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
- (6) I hereby state, under the penalties of perjury, that the no firms or professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and no other agents have acted on behalf of any of the foregoing with respect to an application for Zoning Relief on the above-listed property.

[Signature page follows.]

² There are 125 individual shareholders that collectively own less than 0.01% of the interests in Clarion Lion Properties Fund Holdings REIT, LLC.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of February 23, 2018, under penalties of perjury.

CLPF RESIDENCES AT SEAPORT LLC,
a Delaware limited liability company

By: CLPF – MA REIT, LLC, its sole member

By: Clarion Lion Properties Fund Holdings,
L.P., its Manager

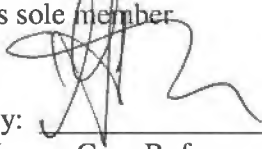
By: CLPF-Holdings, LLC,
its General Partner

By: Clarion Lion Properties Fund Holdings
REIT, LLC, its sole member

By: Clarion Lion Properties Fund, LP,
its Managing Member

By: Clarion Partners LPF GP, LLC,
its General Partner

By: Clarion Partners, LLC,
its sole member

By: 
Name: Gary Rufrano
Title: Authorized Signatory

February 23, 2018

VIA OVERNIGHT DELIVERY

Maureen Feeney
City Clerk
City of Boston
One City Hall Square, Room 601
Boston, MA 02201-2014

Theresa Donovan
Assistant Secretary
Boston Planning & Development Agency
One City Hall Square
Boston, MA 02201-2014

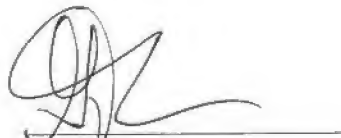
RE: Assignment of Affordable Rental Housing Agreement and Restriction (the "Assignment") between Watermark Seaport, LLC, a Delaware limited liability company ("Assignor"), and CLPF Residences at Seaport LLC, a Delaware limited liability company ("Assignee")

Dear Ms. Feeney and Ms. Donovan:

In connection with the above referenced Assignment, we are delivering with this letter a Disclosure Statement Concerning Beneficial Interests concerning the above referenced Assignee. The Disclosure Statement Concerning Beneficial Interests speaks as of the effective date of the closing of the Assignment and the transfer of the Residences at Seaport Condominium project to the Assignee, expected to occur on February 27, 2018.

Please let me know if you have any questions.

Sincerely,



Gary Rufrano
Authorized Signatory

Enclosures

cc: Lawrence Knowles (via electronic delivery)
Reade Everett (via electronic delivery)

Gary Rufrano
Managing Director

230 PARK AVENUE
NEW YORK, NY 10169
T 212-883-2641

GARY.RUFRANO@CLARIONPARTNERS.COM
WWW.CLARIONPARTNERS.COM

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

RECEIVED
2018 APR 12 P 1:29

1. Proposed Project: Certain Improvements at 370-380 Harrison Avenue, South End, Boston, Massachusetts

The Proposed Project will contain a maximum of up to 356,500 square feet, comprised of up to approximately 348,000 square feet of residential space in up to approximately 324 residential rental and homeownership units and 8,500 square feet of ground floor retail, restaurant, commercial and existing or start-up business or not-for-profit affordable cultural space.
2. Location: 370-380 Harrison Avenue, South End, Boston, Massachusetts
3. Applicant: South End 11, LLC
4. I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of the Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Proposed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.
5. NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST:
attached as Exhibit A hereto.
6. The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of MA, nor is an employee of the State Department of Capital Planning and Operations.
7. I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the Notice of Project Change on the above-listed property, for compensation not less than \$50,000, are listed on the attached Exhibit B in compliance with the provisions of Article 80, Section 80B-8, or the Boston Zoning Code.

[The balance of this page has been intentionally left blank]

Exhibit A
Beneficial Interests

The following entities hold the following Beneficial Interests in South End 11, LLC

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
The Related Companies, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10024	100.00%

The following entities hold the following Beneficial Interests in The Related Companies, L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Stephen M. Ross	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	63.0%
Jeff T. Blau	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	18.4%
Bruce A Beal, Jr.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	10.3%
MSD Capital, LP	645 Fifth Avenue, 21st Floor New York, NY	2.5%
CREL/OAL LLC	505 Park Avenue New York, NY 10022	2.45%
Kuwait Investment Authority	Ministries Complex Block No. 3 PO Box 64 13001 Safat Kuwait	2.45%
Michael J. Brenner	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	0.9%

Executive Architect:

Utile
15 Kingston Street
Boston, MA 02111
(617) 423-7200
Michael LeBlanc
Brett Bentson

Design Architect:

Robert A.M. Stern Architects, LLP
460 West 34th Street
New York, NY 10001
(212) 967-5100
Dan Lobitz

Landscape Architect:

Ground Inc.
6 Carlton Street
Somerville, MA 02143
(617) 718-0889
Shauna Gillies-Smith

Legal Counsel:

Nutter McClennen & Fish, LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210
(617) 439-2000
Mary Marshall

Environmental Permitting
and Historic Resources
Consultant:

Epsilon Associates, Inc.
3 Clock Tower Place, Suite 250
Maynard, MA 01754
(978) 897-7100
Geoff Starsiak

Transportation and Parking
Consultant:

Howard Stein Hudson
11 Beacon Street, Suite 1010
Boston, MA 02108
(617) 482-7080
Guy Busa
Michael Santos

Civil Engineer:

Bryant Associates
90 Canal Street, Suite 301
Boston, MA 02114
(617) 24-0300
John Cusack



Mary T. Marshall
Direct Line: 617-439-2104
Fax: 617-310-9104
E-mail: mmarshall@nutter.com

April 12, 2018
112729-7

By Hand Delivery

Teresa Polhemus, Executive Director/Secretary
Boston Planning & Development Agency
1 City Hall Square, 9th Floor
Boston, MA 02201

Re: Disclosure of Beneficial Interests – 370-380 Harrison Avenue, Boston, MA

Dear Secretary Polhemus:

Our office represents South End 10, LLC and South End 11, LLC, the Applicant/Proponent of certain improvements at 370-380 Harrison Avenue, South End, Boston, Massachusetts (the "Project"). Pursuant to Article 80-B of the Boston Zoning Code, please find two (2) original executed Disclosures of Beneficial Interests for the 370-380 Harrison Avenue Project.

These had previously been provided by email on February 2, 2017, but I wanted to more formally transmit. Please do not hesitate to contact me should you have any questions.

Many kind thanks for your assistance in this matter.

Very truly yours,

Mary T. Marshall

MTM:cnb
Enclosures

cc: Maureen Feeney, City Clerk
Jeffrey M. Hampton, BPDA
Andrew Hayes, Related Beal

2018 APR 12 P 3:05

- The Proposed Project will contain a maximum of up to 356,500 square feet, comprised of up to approximately 348,000 square feet of residential space in up to approximately 324 residential rental and homeownership units and 8,500 square feet of ground floor retail, restaurant, commercial and existing or start-up business or not-for-profit affordable cultural space.

2. Location: 370-380 Harrison Avenue, South End, Boston, Massachusetts
3. Applicant: South End 10, LLC
4. I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of the Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Proposed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.
5. NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST: attached as Exhibit A hereto.
6. The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of MA, nor is an employee of the State Department of Capital Planning and Operations.
7. I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the Notice of Project Change on the above-listed property, for compensation not less than \$50,000, are listed on the attached Exhibit B in compliance with the provisions of Article 80, Section 80B-8, or the Boston Zoning Code.

[The balance of this page has been intentionally left blank]

SIGNED under the penalties of perjury

South End 10, LLC

By: The Related Companies, L.P. , a New York Limited Partnership

By: The Related Realty Group Inc, its general partner

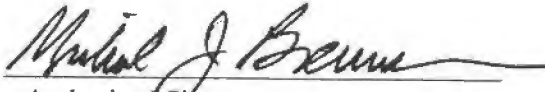
By: 
Title: Authorized Signatory
As to the Beneficial Interests
Affiliated with The Related Companies, L.P.

Exhibit A
Beneficial Interests

The following entities hold the following Beneficial Interests in South End 10, LLC

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
The Related Companies, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10024	100.00%

The following entities hold the following Beneficial Interests in The Related Companies, L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Stephen M. Ross	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	63.0%
Jeff T. Blau	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	18.4%
Bruce A Beal, Jr.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	10.3%
MSD Capital, LP	645 Fifth Avenue, 21st Floor New York, NY	2.5%
CREL/OAL LLC	505 Park Avenue New York, NY 10022	2.45%
Kuwait Investment Authority	Ministries Complex Block No. 3 PO Box 64 13001 Safat Kuwait	2.45%
Michael J. Brenner	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	0.9%

Executive Architect:

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15 Kingston Street
Boston, MA 02111
(617) 423-7200
Michael LeBlanc
Brett Bentson

Design Architect:

Robert A.M. Stern Architects, LLP
460 West 34th Street
New York, NY 10001
(212) 967-5100
Dan Lobitz

Landscape Architect:

Ground Inc.
6 Carlton Street
Somerville, MA 02143
(617) 718-0889
Shauna Gillies-Smith

Legal Counsel:

Nutter McClennen & Fish, LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210
(617) 439-2000
Mary Marshall

Environmental Permitting
and Historic Resources
Consultant:

Epsilon Associates, Inc.
3 Clock Tower Place, Suite 250
Maynard, MA 01754
(978) 897-7100
Geoff Starsiak

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Consultant:

Howard Stein Hudson
11 Beacon Street, Suite 1010
Boston, MA 02108
(617) 482-7080
Guy Busa
Michael Santos

Civil Engineer:

Bryant Associates
90 Canal Street, Suite 301
Boston, MA 02114
(617) 24-0300
John Cusack

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

RECEIVED
CITY CLERK'S OFFICE
2018 NOV 14 A 11:42
BOSTON, MA

1. Proposed Project: The Kenmore Square Redevelopment Project, as further described in the Project Notification Form submitted to the Boston Redevelopment Authority doing business as the Boston Planning & Development Agency on May 10, 2018.
2. Location: Properties generally known as and numbered 650 Beacon Street, 652-654 Beacon Street, 656 Beacon Street, 660 Beacon Street, 533 Commonwealth Avenue, 535-539 Commonwealth Avenue, and 541 Commonwealth Avenue in the Kenmore Square Neighborhood of Boston, Massachusetts. This disclosure relates to the so-called Commonwealth Building to be constructed on the 23,159 sf parcel at 533-541 Commonwealth Avenue known as the Commonwealth Redevelopment Parcel.
3. Applicant **RREF II Kenmore Lessor II LLC**, a Delaware limited liability company.
4. I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Proposed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.
5. NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST: attached as Exhibit A hereto.
6. The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the Commonwealth's Department of Capital Asset Management and Maintenance.
7. I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the Project Notification Form on the above-listed property, for compensation not less than \$50,000.00, are listed on the attached Exhibit B in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

[The balance of this page has been intentionally left blank]

SIGNED under the penalties of perjury

RREF II Kenmore Lessor II LLC, a Delaware limited liability company

By: PLN

Name: Patrick Sweeney

Title: Authorized Signatory

As to the Beneficial Interests Affiliated
with RREF II Kenmore Lessor II LLC

Exhibit A

The following entity holds the following Beneficial Interests in RREF II Kenmore Lessor II, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
RREF II Acquisitions, LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in RREF II Acquisitions, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Real Estate Fund II, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in Related Real Estate Fund II , L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Real Estate Fund II GP, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	Promote Interest
Related Real Estate Fund II Investor LLC, which is owned by employees of The Related Companies, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	3.5%
Various Pension Funds, Sovereign Wealth Funds, Foundations, Endowments and Family Partnerships	N/A	96.5% [See Schedule I Attached]

The following entity holds the following Beneficial Interests in Related Real Estate Fund II GP, L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Real Estate Fund II GP-A , LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in Related Real Estate Fund II GP-A, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Fund Management, LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in Related Fund Management, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Sousa Holdings LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	17.4%
The Related Companies, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	82.6%

The following entity holds the following Beneficial Interests in The Related Companies, L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Stephen M. Ross	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	63.0%
Jeff T. Blau	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	18.4%
Bruce A. Beal, Jr.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	10.3%
MSD Capital, LP	645 Fifth Avenue, 21 st Floor New York, NY	2.5%
CREL/OAL LLC	505 Park Avenue New York, NY 10022	2.45%
Kuwait Investment Authority	Ministries Complex Block No. 3 PO Box 64 13001 Safat Kuwait	2.45%
Michael J. Brenner	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	0.9%

Schedule I

Related Real Estate Fund II, L.P.

Limited Partner

	<u>%</u>
Abington related Real Estate Fund II, LLC	1.9%
The Aquarius Trust	0.2%
ASB Revocable Trust	0.2%
College Entrance Examination Board d/b/a The College Board	0.5%
Conard and Davis Investments Group LP	1.0%
Paul & Ingrid Dimitruk	0.0%
Fencing Masters Partners, LLC	0.6%
Froot Family Limited Partnership	0.1%
The Grable Foundation	0.3%
Harel RREFII, LP	0.5%
Hawkwood Holdings LLC	0.0%
HD American Trust	0.4%
Houston Police Officers' Pension System	2.5%
Indiana Public Retirement System	4.9%
Dave & Suzette Johnson	0.1%
Kenneth A Froot 2007 Trust	0.1%
Loyola Marymount University	0.5%
Manbro R.E. IV, LP	0.5%
Missouri Local Government Employees Retirement System	7.4%
Oklahoma State Regents for Higher Education	0.7%
Opportunistic Real Estate Fund II, LLC	4.9%
Partners Capital Kestrel Fund LP - Series D	0.2%
Regents of the University of Michigan	3.5%
Related Real Estate Fund II (Feeder) Holding, LLC	23.4%
RREF II Feeder-2 Holdings, Inc.	27.8%
Rutgers, The State University - D.B.A. Rutgers, the State	
University of New Jersey Long-Term Investment Pool	0.7%
Syracuse University	0.6%
Teachers' Retirement System of Louisiana	3.5%
Texas County and District Retirement System	3.9%
The Principia Corporation	0.4%
University of Buffalo Foundation, Inc.	0.5%
William N. Thompson	0.0%
Windrose - RREF II LLC	1.0%
MREP X-Invs, L.P. (Metropolitan)	0.2%
JP Morgan Chase Bank, N.A. as Directed Trustee of the	
Southern Company System Master Retirement Trust	3.5%
Windrose - RREF II LLC (S) (Additional Commitment)	0.1%
Pamela M Wright Living Trust	0.0%
	<hr/> 96.5%

Exhibit B

Development Team

Proponent:	RREF II Kenmore Lessor II LLC c/o Related Beal, LLC 177 Milk Street Boston, MA 02109 (617) 451-2100 Andrew Hayes Alex Provost
Architect:	Roger Ferris + Partners 11 Wilton Road Westport, CT 06880 (203) 222-4848 Roger Ferris, AIA, RIBA Katherine Dinneen, AIA Jake Watkins, AIA
Executive Architect:	Stantec 311 Summer Street Boston, MA 02210 (617) 234-3100 Larry Grossman, AIA
Landscape Architect:	Kyle Zick Landscape Architecture, Inc. 36 Bromfield Street, Suite 202 Boston, MA 02108 (617) 451-1018 Kyle Zick, ASLA
Legal Counsel:	Nutter McClennen & Fish, LLP Seaport West 155 Seaport Boulevard Boston, MA 02210 (617) 439-2000 Mary Marshall
Article 80 and Historic Resources Consultant:	Epsilon Associates, Inc. 3 Mill & Main Place, Suite 250 Maynard, MA 01754 (978) 897-7100 Article 80: Geoff Starsiak Historic Resources: Geoff Melhuish

Transportation Consultant
and Civil Engineer:

VHB
99 High Street
Boston, MA 02110
(617) 728-7777

Transportation: Sean Manning
Civil Engineer: Mark Junghans

LEED Consultant:

WSP
88 Black Falcon Avenue, Suite 210
Boston, MA 02210
(617) 210-1600
Jeremy Pinkham



Mary T. Marshall
Direct Line: 617-439-2104
Fax: 617-310-9104
E-mail: mmarshall@nutter.com

November 13, 2018
112729-10

By Hand Delivery

Teresa Polhemus, Executive Director/Secretary
Boston Planning & Development Agency
1 City Hall Square, 9th Floor
Boston, MA 02201

RECEIVED
CITY CLERK'S OFFICE
2018 NOV 14 A 11:33
BOSTON, MA

Re: Disclosure of Beneficial Interests – Kenmore Square Redevelopment Project

Dear Secretary Polhemus:

Our office represents RREF II Kenmore Lessor II LLC and RREF II Kenmore Lessor III LLC, either individually or collectively the "Proponent", of the Kenmore Square Redevelopment Project located at 650 Beacon Street, 652-654 Beacon Street, 656 Beacon Street, 660 Beacon Street, 533 Commonwealth Avenue, 535-539 Commonwealth Avenue, and 541 Commonwealth Avenue, Boston's Kenmore Square (the "Project"). Pursuant to Article 80-B of the Boston Zoning Code, please find an executed original Disclosure of Beneficial Interests for each Proponent of the Project.

Please do not hesitate to contact me should you have any questions.

Many kind thanks for your assistance in this matter.

Very truly yours,

Mary T. Marshall

MTM:cnb
Enclosures

cc: **Maurcen Feeney, City Clerk**
Jeffrey M. Hampton, BPDA
Mallory Toomey, Esq.
Tim Czerwinski, BPDA
Alex Provost, Related Beal

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code


RECEIVED
CITY CLERK'S OFFICE
2018 NOV 14 A 11:42
BOSTON, MA

1. Proposed Project: The Kenmore Square Redevelopment Project, as further described in the Project Notification Form submitted to the Boston Redevelopment Authority doing business as the Boston Planning & Development Agency on May 10, 2018.
2. Location: Properties generally known as and numbered 650 Beacon Street, 652-654 Beacon Street, 656 Beacon Street, 660 Beacon Street, 533 Commonwealth Avenue, 535-539 Commonwealth Avenue, and 541 Commonwealth Avenue in the Kenmore Square Neighborhood of Boston, Massachusetts. This disclosure relates to the so-called Beacon Building to be constructed on the 25,495 sf parcel at 650-660 Beacon Street known as the Beacon Redevelopment Parcel.
3. Applicant RREF II Kenmore Lessor III LLC, a Delaware limited liability company.
4. I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Proposed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.
5. NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST: attached as Exhibit A hereto.
6. The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the Commonwealth's Department of Capital Asset Management and Maintenance.
7. I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the Project Notification Form on the above-listed property, for compensation not less than \$50,000.00, are listed on the attached Exhibit B in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

[The balance of this page has been intentionally left blank]

SIGNED under the penalties of perjury

RREF II Kenmore Lessor III LLC, a Delaware limited liability company

By: 

Name: Patrick Sweeney

Title: Authorized Signatory

As to the Beneficial Interests Affiliated
with RREF III Kenmore Lessor II LLC

Exhibit A

The following entity holds the following Beneficial Interests in RREF II Kenmore Lessor III, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
RREF II Acquisitions, LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in RREF II Acquisitions, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Real Estate Fund II, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in Related Real Estate Fund II, L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Real Estate Fund II GP, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	Promote Interest
Related Real Estate Fund II Investor LLC, which is owned by employees of The Related Companies, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	3.5%
Various Pension Funds, Sovereign Wealth Funds, Foundations, Endowments and Family Partnerships	N/A	96.5% [See Schedule I Attached]

The following entity holds the following Beneficial Interests in Related Real Estate Fund II GP, L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Real Estate Fund II GP-A, LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in Related Real Estate Fund II GP-A, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Related Fund Management, LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	100%

The following entity holds the following Beneficial Interests in Related Fund Management, LLC:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Sousa Holdings LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	17.4%
The Related Companies, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	82.6%

The following entity holds the following Beneficial Interests in The Related Companies, L.P.:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Stephen M. Ross	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	63.0%
Jeff T. Blau	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	18.4%
Bruce A. Beal, Jr.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	10.3%
MSD Capital, LP	645 Fifth Avenue, 21 st Floor New York, NY	2.5%
CREL/OAL LLC	505 Park Avenue New York, NY 10022	2.45%
Kuwait Investment Authority	Ministries Complex Block No. 3 PO Box 64 13001 Safat Kuwait	2.45%
Michael J. Brenner	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	0.9%

Schedule I

Related Real Estate Fund II, L.P.

<u>Limited Partner</u>	<u>%</u>
Abington related Real Estate Fund II, LLC	1.9%
The Aquarius Trust	0.2%
ASB Revocable Trust	0.2%
College Entrance Examination Board d/b/a The College Board	0.5%
Conard and Davis Investments Group LP	1.0%
Paul & Ingrid Dimitruk	0.0%
Fencing Masters Partners, LLC	0.6%
Froot Family Limited Partnership	0.1%
The Grable Foundation	0.3%
Harel RREFII, LP	0.5%
Hawkwood Holdings LLC	0.0%
HD American Trust	0.4%
Houston Police Officers' Pension System	2.5%
Indiana Public Retirement System	4.9%
Dave & Suzette Johnson	0.1%
Kenneth A Froot 2007 Trust	0.1%
Loyola Marymount University	0.5%
Manbro R.E. IV, LP	0.5%
Missouri Local Government Employees Retirement System	7.4%
Oklahoma State Regents for Higher Education	0.7%
Opportunistic Real Estate Fund II, LLC	4.9%
Partners Capital Kestrel Fund LP - Series D	0.2%
Regents of the University of Michigan	3.5%
Related Real Estate Fund II (Feeder) Holding, LLC	23.4%
RREF II Feeder-2 Holdings, Inc.	27.8%
Rutgers, The State University - D.B.A. Rutgers, the State University of New Jersey Long-Term Investment Pool	0.7%
Syracuse University	0.6%
Teachers' Retirement System of Louisiana	3.5%
Texas County and District Retirement System	3.9%
The Principia Corporation	0.4%
University of Buffalo Foundation, Inc.	0.5%
William N. Thompson	0.0%
Windrose - RREF II LLC	1.0%
MREP X-Invs, L.P. (Metropolitan)	0.2%
JP Morgan Chase Bank, N.A. as Directed Trustee of the Southern Company System Master Retirement Trust	3.5%
Windrose - RREF II LLC (S) (Additional Commitment)	0.1%
Pamela M Wright Living Trust	0.0%
	<hr/> 96.5%

Exhibit B

Development Team

Proponent:	RREF II Kenmore Lessor III LLC c/o Related Beal, LLC 177 Milk Street Boston, MA 02109 (617) 451-2100 Andrew Hayes Alex Provost
Architect:	Roger Ferris + Partners 11 Wilton Road Westport, CT 06880 (203) 222-4848 Roger Ferris, AIA, RIBA Katherine Dinneen, AIA Jake Watkins, AIA
Executive Architect:	Stantec 311 Summer Street Boston, MA 02210 (617) 234-3100 Larry Grossman, AIA
Landscape Architect:	Kyle Zick Landscape Architecture, Inc. 36 Bromfield Street, Suite 202 Boston, MA 02108 (617) 451-1018 Kyle Zick, ASLA
Legal Counsel:	Nutter McClennen & Fish, LLP Seaport West 155 Seaport Boulevard Boston, MA 02210 (617) 439-2000 Mary Marshall
Article 80 and Historic Resources Consultant:	Epsilon Associates, Inc. 3 Mill & Main Place, Suite 250 Maynard, MA 01754 (978) 897-7100 Article 80: Geoff Starsiak Historic Resources: Geoff Melhuish

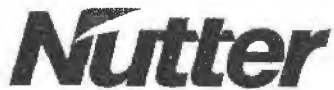
Transportation Consultant
and Civil Engineer:

VHB
99 High Street
Boston, MA 02110
(617) 728-7777

Transportation: Sean Manning
Civil Engineer: Mark Junghans

LEED Consultant:

WSP
88 Black Falcon Avenue, Suite 210
Boston, MA 02210
(617) 210-1600
Jeremy Pinkham



Mary T. Marshall
Direct Line: 617-439-2104
Fax: 617-310-9104
E-mail: mmarshall@nutter.com

November 13, 2018
112729-10

By Hand Delivery

Teresa Polhemus, Executive Director/Secretary
Boston Planning & Development Agency
1 City Hall Square, 9th Floor
Boston, MA 02201

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Re: Disclosure of Beneficial Interests – Kenmore Square Redevelopment Project

Dear Secretary Polhemus:

Our office represents RREF II Kenmore Lessor II LLC and RREF II Kenmore Lessor III LLC, either individually or collectively the "Proponent", of the Kenmore Square Redevelopment Project located at 650 Beacon Street, 652-654 Beacon Street, 656 Beacon Street, 660 Beacon Street, 533 Commonwealth Avenue, 535-539 Commonwealth Avenue, and 541 Commonwealth Avenue, Boston's Kenmore Square (the "Project"). Pursuant to Article 80-B of the Boston Zoning Code, please find an executed original Disclosure of Beneficial Interests for each Proponent of the Project.

Please do not hesitate to contact me should you have any questions.

Many kind thanks for your assistance in this matter.

Very truly yours,

Mary T. Marshall

MTM:cnb
Enclosures

cc: Maureen Feeney, City Clerk
Jeffrey M. Hampton, BPDA
Mallory Toomey, Esq.
Tim Czerwienski, BPDA
Alex Provost, Related Beal